

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MINING PROJECT WIND DOWN HOLDINGS,
INC. (f/k/a Compute North Holdings, Inc.), et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90273 (MI)
)
)
) (Jointly Administered)
)
) **Objection Deadline: February 6, 2023 at**
) **4:00 p.m. (prevailing Central Time)**
)
) **Re: Docket Nos. 91 & 256**
)

**NOTICE OF ENTRY OF DE MINIMIS ASSET
SALE ORDER AND PROPOSED DE MINIMIS ASSET SALE
(THE MAX HENRY GROUP LLC, DBA QUANTUM TECHNOLOGY)**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), on September 22, 2022 (the “Petition Date”), in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”). The Debtors are seeking to sell certain assets with a fair market value of under \$1,000,000, including but not limited to computing equipment containers, power transformers, fixtures and equipment, spare parts, and any other miscellaneous

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Mining Project Wind Down Holdings Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551); Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 300 North LaSalle, Suite 1420, Chicago, Illinois 60654.

assets (the “De Minimis Assets”), or subset(s) thereof, free and clear of all liens, claims, encumbrances, and other interests.

PLEASE TAKE FURTHER NOTICE that by order dated October 24, 2022 [Docket No. 256] (the “De Minimis Asset Sale Order”),² the Bankruptcy Court approved, among other things, certain procedures for the sale of De Minimis Assets (the “De Minimis Asset Sale Procedures”). All interested parties should carefully read the De Minimis Asset Sale Order and the De Minimis Asset Sale Procedures set forth therein. Copies of the De Minimis Asset Sale Order are available upon request to the Debtors’ claims and noticing agent, Epiq Corporate Restructuring, LLC, at MiningProjectWindDownHoldingsInfo@epiqglobal.com, and are available for download from the Case Website.

PLEASE TAKE FURTHER NOTICE that, in accordance with the De Minimis Asset Sale Procedures, the Debtors intend to sell or transfer the De Minimis Assets (the “De Minimis Asset Sale”) set forth on **Exhibit A** attached hereto (the “Sale Schedule”). In accordance with the De Minimis Asset Sale Procedures, the Asset Schedule identifies (a) the De Minimis Assets being sold or transferred, (b) the De Minimis Asset Purchaser and their relationship (if any) to the Debtors, (c) the selling price, and (d) the significant terms of the sale or transfer agreement, including, but not limited to, any payments to be made by the Debtors on account of commission fees to agents, brokers, auctioneers, and liquidators. Information regarding adequate assurance of future performance, if applicable, is being served concurrently herewith.

PLEASE TAKE FURTHER NOTICE that any objections to the De Minimis Asset Sale, the adequate assurance of future performance of the De Minimis Asset Sale Purchaser (if applicable), or the relief requested in connection therewith (a “Sale Objection”), must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the specific basis for the Sale Objection; (d) be filed with the Clerk of this Court, 515 Rusk Street, Houston, Texas 77002, together with proof of service, on or before 4:00 p.m. (prevailing Central Time) on February 6, 2023 (the “Sale Objection Deadline”); and (e) be served so as to be actually received on or before the Sale Objection Deadline, upon the following parties (the “Objection Notice Parties”): (i) counsel to the Debtors, Paul Hastings LLP, 600 Travis Street, 58th Floor, Houston, Texas 77002, Attn: James T. Grogan III (jamesgrogan@paulhastings.com); 200 Park Avenue, New York, New York 10166, Attn: Luc Despains, Sayan Bhattacharyya, and Daniel Ginsberg (lucdespains@paulhastings.com, sayanbhattacharyya@paulhastings.com, and danielginsberg@paulhastings.com); and 71 South Wacker Drive, Suite 4500, Chicago, Illinois 60606, Attn: Matthew Micheli (mattmicheli@paulhastings.com); (ii) counsel to the official committee of unsecured creditors appointed in these Chapter 11 Cases (the “Committee”), McDermott Will & Emery LLP, 2501 North Harwood Street, Suite 1900, Dallas, Texas 75201, Attn: Charles R. Gibbs (crgibbs@mwe.com); One Vanderbilt Avenue, New York, New York 10017, Attn: Kristin K. Going, Darren Azman, Stacy A. Lutkus, and Natalie Rowles (kgoing@mwe.com, dazman@mwe.com, salutkus@mwe.com, and nrowles@mwe.com); and (iii) the Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the De Minimis Asset Sale Order.

3516, Houston, Texas 77002, Attn: Jayson B. Ruff and Jana Whitworth (Jayson.B.Ruff@usdoj.gov and Jana.Whitworth@usdoj.gov).

PLEASE TAKE FURTHER NOTICE THAT, SHOULD AN OBJECTION BE TIMELY FILED, THE DE MINIMIS ASSETS SHALL ONLY BE SOLD OR TRANSFERRED UPON SUBMISSION OF A CONSENSUAL FORM OF ORDER RESOLVING THE OBJECTION AS BETWEEN THE DEBTORS AND THE OBJECTING PARTY OR FURTHER ORDER OF THE COURT AFTER NOTICE AND A HEARING.

PLEASE TAKE FURTHER NOTICE THAT, IF A SALE OBJECTION IS NOT FILED AND SERVED ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE DE MINIMIS ASSET SALE ORDER, THEN THE DEBTORS SHALL BE AUTHORIZED, PURSUANT TO THE DE MINIMIS ASSET SALE ORDER, TO CONSUMMATE THE PROPOSED DE MINIMIS ASSET SALE IN ACCORDANCE WITH THE TERMS SET FORTH ON THE ATTACHED SALE SCHEDULE WITHOUT FURTHER NOTICE OR HEARING, AND YOU SHALL BE DEEMED TO HAVE WAIVED AND RELEASED ANY RIGHT TO ASSERT SUCH AN OBJECTION.

Dated: February 1, 2023
Houston, Texas

/s/ James T. Grogan III

PAUL HASTINGS LLP

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Counsel to the Debtors and Debtors in Possession

Exhibit A to De Minimis Asset Sale Notice

Sale Schedule³

De Minimis Assets being sold	<p>Item 1: 2000 kVA Padmount Transformer HV: 6900 LV: 416 Y 240; SN: 1021MT10841-S (not used since reconditioned by Maddox)</p> <p>Item 2: 2000 kVA Padmount Transformer HV: 6900 LV: 416 Y 240; SN: 1021MT11137-S (not used since reconditioned by Maddox)</p> <p>Item 3: 2000 kVA Padmount Transformer HV: 6900 LV: 416 Y 240; SN: 1021MT10852-S (not used since reconditioned by Maddox)</p> <p>Item 4: 225 kVA Padmount Transformer 12470 Delta - 480Y/277; SN: ST1121-353821</p> <p>Item 5: 34.5kV 2000kVA WEG transformer; S/N: 20112290391</p>
De Minimis Asset Purchaser and Relationship to Debtors	<p>The Max Henry Group LLC, dba Quantum Technology</p> <p>The De Minimis Asset Purchaser is not an affiliate or insider of, or owned by an insider or affiliate of, the Debtors</p>
Selling Price	\$82,500 cash
Material economic terms and conditions of the sale	The Purchaser assumes the following liabilities: (a) all Transfer Taxes; (b) all Asset Taxes for which the Purchaser is responsible under the Asset Purchase Agreement; and (c) all Liabilities arising from the ownership, use or operation of the Purchased Assets after the Closing (including Liabilities in respect of

³ Capitalized terms used in this Sale Schedule but not otherwise defined in this Sale Schedule shall have the meanings ascribed to them in the Asset Purchase Agreement between The Max Henry Group LLC, dba Quantum Technology and the Seller.

	<p>Taxes for taxable periods, or portions thereof, beginning on or after the Closing Date).</p> <p>The Purchaser shall use their reasonable best efforts to remove the Purchased Assets from their Specified Locations no later than February 28, 2023 and is required to reimburse the Seller for all third party fees, costs and expenses incurred by the Seller in connection with holding and maintaining the Purchased Assets at the Specified Locations following the Closing.</p>
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